

APR 05 '12 -3 45 PM

SURFACE TRANSPORTATION BOARD



April 5, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated March 21, 2012 between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Ave., Suite 700  
Minneapolis, MN 55402

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (17) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 21, 2012 related to seventeen (17) railcars bearing reporting marks: ZVBX14014 through ZVBX14184 and ZVBX460006 through ZVBX 460068, sporadic.

Please file this as a secondary document under Recordation Number 27820-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27820. 28780-A and 27820-B. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

Shirley Terry  
Administrative Assistant

APR 05 '12 -3 45 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 21<sup>st</sup>, 2012, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota corporation ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

## WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated February 11, 2009, between The David J. Joseph Company, as Lessor, and Ferrous Processing and Trading Co., as Lessee (the "Lease"), for seventeen (17) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by Assignee to Assignor pursuant to that certain Purchase and Sale Agreement dated March 24, 2009, by and between Assignee, as Seller and Assignor, as Buyer.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of March 21<sup>st</sup>, 2012.

## WELLS FARGO EQUIPMENT FINANCE, INC.

By: [Signature]  
Name: Jacqueline P. Barragan  
Vice President  
Title: Loan Administration Manager

## THE DAVID J. JOSEPH COMPANY

By: [Signature]  
Name: Kelly C. Poellein  
Title: VP Finance, Brokerage

STATE OF MINNESOTA                    )  
  ) SS:  
COUNTY OF Hennepin                )

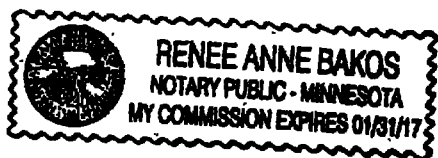
On this 21<sup>st</sup> day of March 2012, before me the subscriber, Renee Anne Bakos, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jacqueline Barragan to me personally known, who stated and acknowledged that he/she is the Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21<sup>st</sup> day of March 2012.

Renee Anne Bakos  
(Notary Signature)

My commission expires:

1/31/17 \_\_\_\_\_



STATE OF OHIO                    )  
  ) SS  
COUNTY OF HAMILTON        )

On this 23<sup>rd</sup> day of March, 2012 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein, to me personally known, who stated and acknowledged that she is the Vice President Finance, Brokerage of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23<sup>rd</sup> day of March, 2012.

Angela Denise Watts  
(Notary Signature)

My commission has no expiration.

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

**SCHEDULE I**  
**TO**  
**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS:**

Seventeen (17), railcars bearing reporting marks:

ZVBX	14014
ZVBX	14022
ZVBX	14146
ZVBX	14150
ZVBX	14168
ZVBX	14170
ZVBX	14175
ZVBX	14184
ZVBX	460006
ZVBX	460008
ZVBX	460009
ZVBX	460012
ZVBX	460022
ZVBX	460032
ZVBX	460033
ZVBX	460038
ZVBX	460068

**LEASE:** Railroad Equipment Lease dated February 11, 2009 by and between The David J. Joseph Company and Ferrous Processing and Trading Co.,